

DINGES DAN O
Form 4
January 17, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DINGES DAN O

2. Issuer Name and Ticker or Trading Symbol
UNITED STATES STEEL CORP
[X]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

THREE MEMORIAL CITY PLAZA
BUILDING, 840 GESSNER ROAD,
SUITE 1400

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77024-4152

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/15/2019		A ⁽¹⁾	8,549.507 A	\$ 0 62,092.705	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DINGES DAN O THREE MEMORIAL CITY PLAZA BUILDING 840 GESSNER ROAD, SUITE 1400 HOUSTON, TX 77024-4152	X			

Signatures

/s/ Megan Bombick by power of attorney 01/17/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares awarded pursuant to the Corporation's Non-Employee Director Deferred Compensation Program through a transaction exempt under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. " Insurance company as defined in Section 3(a)(19) of the Act; (d) " Investment company registered under Section 8 of the Investment Company Act of 1940; (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F); (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

13G/A

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- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) " Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not Applicable

Item 4 Ownership:

- (a) Amount beneficially owned:

See Item 9 of the cover page attached hereto.

- (b) Percent of Class:

See Item 11 of the cover page attached hereto. All calculations are based upon 48,658,413 shares of Common Stock outstanding on December 31, 2016 (excluding treasury shares). The foregoing information as to the Issuer's shares outstanding was provided by the Issuer.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 2,991,356
- (ii) Shared power to vote or to direct the vote: 1,312,266
- (iii) Sole power to dispose or to direct the disposition of: 2,991,356
- (iv) Shared power to dispose or to direct the disposition of: 1,312,266

Item 5 Ownership of Five Percent or Less of a Class :

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " " .

Item 6 Ownership of More than Five Percent on Behalf of Another Person :

Not Applicable

Explanation of Responses:

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Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company :

Not Applicable

Item 8 Identification and Classification of Members of the Group :

Not Applicable

Item 9 Notice of Dissolution of Group :

Not Applicable

Item 10 Certification :

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2017

/s/ Morris Goldfarb
Morris Goldfarb